

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

FILE

NOV 20 2003

OFFICE OF
MANAGING DIRECTOR

Armand D. Mancini
Executive Vice President &
Chief Financial Officer
Orbital Imaging Corporation
21700 Atlantic Boulevard
Dulles, VA 20166

Re: Orbital Imaging Corporation
Request for Waiver of Assignment
Application Fees
Fee Control No. 0309248320882744

Dear Mr. Mancini:

This letter responds to your request dated September 24, 2003, submitted on behalf of Orbital Imaging Corporation, Debtor-in-Possession (ORBIMAGE), for a waiver and refund of the fees paid in connection with the applications to assign one space station license (call sign S2348), two earth station licenses (call signs E980375 and E980376), and one experimental license (WC2XYN) (Licenses) from ORBIMAGE to ORBIMAGE, Inc. (Reorganized ORBIMAGE). Our records reflect that you have paid the \$10,330.00 application fees at issue here.

You state that on April 5, 2002, ORBIMAGE filed a petition for Chapter 11 bankruptcy reorganization with the United States Bankruptcy Court for the Eastern District of Virginia (Bankruptcy Court). In support, you submit a copy of the "Order Authorizing Payment of Prepetition Accrued Employee Wages, Bonuses, Salaries, Commissions, Expenses and Related Taxes and Payment of Employee Benefits and Related Relief" (dated April 9, 2002) from the Bankruptcy Court to ORBIMAGE. You state that the involuntary assignments of the Licenses are in connection with ORBIMAGE's Chapter 11 plan of reorganization. ORBIMAGE confirms that the plan of reorganization is not yet effective and that the corporation remains in bankruptcy. You state that ORBIMAGE currently is a debtor-in-possession in bankruptcy with limited funds available for non-operational purposes and that company management has a duty to safeguard the company's assets for the benefit of its creditors.

Section 1.1117 of the Commission's rules, 47 C.F.R. §1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. *See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985*, 5 FCC Rcd 3558, 3572-73 (1990). We find that the bankruptcy filing involving ORBIMAGE substantiates its claim of financial hardship and demonstrates good cause for waiver of the filing fees. *See MobileMedia Corporation*, 14 FCC Rcd 8017, 8027 (1999).

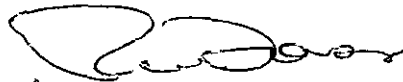
Mr. Armand D. Mancini

2.

Moreover, waiver of the filing fees will serve the public interest by protecting the interests of innocent creditors. Therefore, your request for waiver and refund of the application filing fees at issue here is granted.

A check, made payable to the maker of the original check, and drawn in the amount of \$10,330.00, will be sent to you at the earliest practicable time. If you have any questions concerning this letter, please contact the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark A. Reger", with a stylized flourish at the end.

Mark A. Reger
Chief Financial Officer

Pursuant to Section 1.1117(a) of the Commission's rules, the Commission may waive filing fees in specific instances where good cause is shown and where waiver of the fees would promote the public interest. This waiver request meets this standard. ORBIMAGE currently is a debtor in possession in bankruptcy with limited funds available for non-operational purposes. Moreover, company management has a duty to safeguard the company's assets for the benefit of its creditors. Unless refunded pursuant to this request, the payment of the Fees will further deplete the assets in the estate available to creditors and for Reorganized ORBIMAGE's business operations.

Therefore, there is good cause to grant this request for waiver and refund of the application Fees paid by ORBIMAGE and such waiver and refund is in the public interest.

Thank you for your assistance with this request, and please contact Dan Connors of my office (703-480-7500) or James F. Rogers of Latham & Watkins (202-637-2215) if you have any questions about it.

Very truly yours,

Orbital Imaging Corporation

By: 

Armand D. Mancini
Executive Vice President &
Chief Financial Officer

Attachments

RECEIVED
FCC

2003 SEP 26 P 8:13

RECEIVED PROCESSING
FCC

RECEIVED
FCC

2003 SEP 26 P 8:13

ACCOUNT PROCESSING
SEP 26 2003

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

In re:

ORBITAL IMAGING CORPORATION,

Debtor.

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Chapter 11

Case No. 02-81661 (RGM)

**ORDER AUTHORIZING PAYMENT OF PREPETITION
ACCRUED EMPLOYEE WAGES, BONUSES, SALARIES,
COMMISSIONS, EXPENSES AND RELATED TAXES AND
PAYMENT OF EMPLOYEE BENEFITS AND RELATED RELIEF**

Upon consideration of the motion (the "Motion") of the above-captioned debtor and debtor in possession (the "Debtor") for entry of an order pursuant to sections 507(a)(3), 507(a)(4) and 105(a) of title 11 of the United States Code (the "Bankruptcy Code") (a) authorizing the Debtor to (i) pay to, or for the benefit of, employees accrued prepetition wages, salaries, commissions and bonuses or other compensation on the regularly scheduled postpetition pay dates in accordance with the policies and practices established prior to the Petition Date¹, (ii) permit employees to use accrued prepetition paid time off, (iii) pay employees' prepetition reimbursable employee business expenses, (iv) make accrued prepetition contributions or payments directly on account of employee benefit plans, and (v) continue such employee benefit plans postpetition, (b) authorizing (but not directing) the Debtor to pay any and all local, state and federal withholding and payroll-related taxes relating to prepetition periods and (c) authorizing and directing (i) Ceridian to continue providing payroll processing services in

¹ Capitalized terms not defined in this Order shall have the meanings ascribed to them in the Motion.

accordance with its prepetition practices and (ii) Bank of America to honor prepetition checks for payment of prepetition employee claims and fund transfer requests; and upon consideration of the Declaration of Armand D. Mancini in Support of First Day Relief; and this Court having the jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and this Court having determined that granting the relief requested in the Motion is in the best interests of the Debtor, its estate, creditors and equity security holders; and notice of the Motion having been given to (i) the Office of the United States Trustee for the Eastern District of Virginia; (ii) the Debtor's twenty largest unsecured creditors; and (iii) the attorney for the Informal Noteholders' Committee; and it appearing that no other or further notice of the Motion need be given; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtor is hereby authorized and empowered (i) to pay, in accordance with the policies and practices established prior to the Petition Date, to or on behalf of its employees (collectively, the "Employees") all accrued employee wages, salaries, commissions, expenses, and benefits (including, without limitation, payments under the Debtor's medical and dental insurance, life and accidental death and dismemberment insurance, 401(k) retirement savings plan, pension plan, vacation and personal/sick leave policies and all other similar plans and policies) that have been earned and accrued by virtue of the services rendered by the Employees prior to the Petition Date; (ii) to perform and honor all other obligations, practices and policies in accordance with the foregoing; and (iii) to pay all taxes, tax deposits and processing fees in connection with payments made or other benefits provided pursuant to this Order; and it is further

ORDERED that Bank of America be, and hereby is, authorized and directed to honor all employee wage and salary checks and all fund transfer requests drawn on the account number listed in Exhibit "A" to the Motion and that Bank of America be, and hereby is, authorized and directed to honor all employee expense reimbursement checks drawn on the account number listed in Exhibit "A" to the Motion that are presented for payment or fund transfer requests that relate to accrued and unpaid prepetition obligations of the Debtor to Employees regardless of whether or not the checks or transfer requests were issued prior to or after the Petition Date, to the extent that sufficient funds are on deposit or the Debtor arranges to have sufficient funds deposited in the applicable account; and it is further

ORDERED that Bank of America be, and hereby is, authorized to rely upon the Debtor's representation that a particular payment is authorized under this Order; and it is further

ORDERED that Ceridian be, and hereby is, authorized and directed to continue to provide payroll processing services in accordance with its prepetition practices; and it is further

ORDERED that the Debtor is authorized to reissue checks to cover amounts owing on any checks covered by this Order (and issued from the account listed on Exhibit "A" to the Motion) that have been dishonored and to reimburse employees for any resulting charges; and it is further

ORDERED that any and all other and further notice of the relief requested in the Motion be, and hereby is, dispensed with and waived; and it is further

ORDERED that the Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

Dated: Alexandria, Virginia
April 9, 2002

/s/ Robert G. Mayer
Hon. Robert G. Mayer
UNITED STATES BANKRUPTCY JUDGE

Wire Transfer - Processing Fee Payment

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB
3060-0589

Page 1 of 1

(1) LOCKBOX # 358160					
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Orbital Imaging Corporation, D			(3) TOTAL AMOUNT PAID (U S Dollars and cents) \$570.00		
(4) STREET ADDRESS LINE NO 1 21700 Atlantic Boulevard					
(5) STREET ADDRESS LINE NO 2					
(6) CITY Dulles			(7) STATE VA	(8) ZIP CODE 20166	
(9) DAYTIME TELEPHONE NUMBER (include area code) 703 - 4807509			(10) COUNTRY CODE (if not in U S A) US		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0006904841					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Orbital Imaging Corporation, Debtor in Possession					
(14) STREET ADDRESS LINE NO 1 21700 Atlantic Boulevard					
(15) STREET ADDRESS LINE NO 2					
(16) CITY Dulles			(17) STATE VA	(18) ZIP CODE 20166 -	
(19) DAYTIME TELEPHONE NUMBER (include area code) 703-480-7509			(20) COUNTRY CODE (if not in U S A) US		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0006904841					
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CFX		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$145.00		(27A) TOTAL FEE \$145.00			
(28A) FCC CODE 1 E980376		(29A) FCC CODE 2 IB2003001884			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE CNX		(25B) QUANTITY 1	
(26B) FEE DUE FOR (PTC) \$425.00		(27B) TOTAL FEE \$425.00			
(28B) FCC CODE 1 E980375		(29B) FCC CODE 2 IB2003001884			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>Donny Anzicotti</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief					
SIGNATURE <u>Donny Anzicotti</u>			DATE <u>9/24/03</u>		
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____					
ACCOUNT NUMBER _____			EXPIRATION DATE _____		
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described					
SIGNATURE _____			DATE _____		

Wire Transfer- Processing Fee Payment

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX # 358210		
SECTION A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Orbital Imaging Corporation, D		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$9,710.00
(4) STREET ADDRESS LINE NO 1 21700 Atlantic Boulevard		
(5) STREET ADDRESS LINE NO 2		
(6) CITY Dulles	(7) STATE VA	(8) ZIP CODE 20166
(9) DAYTIME TELEPHONE NUMBER (include area code) 703 - 4807509		(10) COUNTRY CODE (if not in U.S.A.) US
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0006904841		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(13) APPLICANT NAME Orbital Imaging Corporation, Debtor In Possession		
(14) STREET ADDRESS LINE NO 1 21700 Atlantic Boulevard		
(15) STREET ADDRESS LINE NO 2		
(16) CITY Dulles	(17) STATE VA	(18) ZIP CODE 20166 -
(19) DAYTIME TELEPHONE NUMBER (include area code) 703-480-7509		(20) COUNTRY CODE (if not in U.S.A.) US
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0006904841		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CZW	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$9,710.00	(27A) TOTAL FEE \$9,710.00	
(28A) FCC CODE 1 S2348		(29A) FCC CODE 2 IB2003001881
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1		(29B) FCC CODE 2
SECTION D - CERTIFICATION		
CERTIFICATION STATEMENT I, <u>Tony Amadio</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.		
SIGNATURE <u>Tony Amadio</u>		DATE <u>9/24/03</u>
SECTION E - CREDIT CARD PAYMENT INFORMATION		
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____		
ACCOUNT NUMBER _____		EXPIRATION DATE _____
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.		
SIGNATURE _____		DATE _____

RECEIVED
FCC
2003 SEP 26 P 8:13
FCC PROCESSING
OFFICE OF THE SECRETARY

AR012-A
10/15/2003
14:02:50

RAMIS ACCOUNTS RECEIVABLE - (c) DSG, Inc.
RECEIPTS DETAIL REPORT
SORTED BY TRANSACTION DATE, CD No., FEE CONTROL No.

PAGE 1
10/15/2003
14:02:50

CD No.	CD DATE	FEE CONTROL No.	FRN	PAYER NAME	TRANSACTION DATE	RECEIPT AMOUNT
071602	7/16/02	0207168320896359	0006904841	Orbital Imaging Corporation, D	7/16/02	\$50.00
Seq: 1 Call Sign: 0161PL2002 FCC Code 1: FCC Code 2: 13EL12432 Tin Number: 999999999						
PTC: EAE QTY: 1 Applied Amt: 50.00						
Applicant Name: ORBITAL IMAGING CORPORATION, D						
Address: LEE DEMITRY, VICE PRESIDENT, S						
092403	9/25/03	0309248320882744	0006904841	Orbital Imaging Corporation, D	9/24/03	\$50.00
Seq: 1 Call Sign: 0006AU2003 FCC Code 1: FCC Code 2: 13EL13648 Tin Number: 999999999						
PTC: EAE QTY: 1 Applied Amt: 50.00						
Applicant Name: ORBIMAGE, INC.						
Address: LEE DEMITRY, VICE PRESIDENT, S						
Total:				\$100.00		



Remittance ID:420213 Authorization

Number:024252 -- Successful Authorization --

FILE COPY ONLY!! --

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING (1) LOCKBOX #358320	FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE PAGE NO 1 OF 1	APPROVED BY OMB 3060-058 SPECIAL USE FCC USE ONLY
SECTION A - Payer Information		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Orbital Imaging Corporation, D		(3) TOTAL AMOUNT PAID (dollars and cents) \$50.00
(4) STREET ADDRESS LINE NO 1 21700 Atlantic Boulevard		
(5) STREET ADDRESS LINE NO 2		
(6) CITY Dulles	(7) STATE VA	(8) ZIP CODE 20166
(9) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) 703 - 4807509		(10) COUNTRY CODE (IF NOT IN U S A) US
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(11) PAYER (FRN) 0006904841		(12) FCC USE ONLY
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)		
(13) APPLICANT NAME ORBIMAGE, Inc.		
(14) STREET ADDRESS LINE NO 1 Lee Demitry, Vice President, Satellite Engineering		
(15) STREET ADDRESS LINE NO 2 21700 Atlantic Boulevard		
(16) CITY Dulles	(17) STATE VA	(18) ZIP CODE 20166
(19) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE)		(20) COUNTRY CODE (IF NOT IN U S A.) USA
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(21) APPLICANT (FRN) 0009556796		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) FCC Call Sign/Other ID 0006AU2003	(24A) Payment Type Code(PTC) EAE	(25A) Quantity 1
(26A) Fee Due for (PTC) \$50.00	(27A) Total Fee \$50.00	FCC Use Only
(28A) FCC CODE 1	(29A) FCC CODE 2 13EL13648	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23B) FCC Call Sign/Other ID	(24B) Payment Type Code(PTC)	(25B) Quantity
(26B) Fee Due for (PTC)	(27B) Total Fee	FCC Use Only
(28B) FCC CODE 1	(29B) FCC CODE 2	

AR012-A
11/21/2003
13:47:34

RAMIS ACCOUNTS RECEIVABLE - (c) DSG, Inc.
RECEIPTS DETAIL REPORT
SORTED BY TRANSACTION DATE, CD No., FEE CONTROL No.

PAGE 1
11/21/2003
13:47:34

CD No	CD DATE	FEE CONTROL NO.	FRN	PAYER NAME	TRANSACTION DATE	RECEIPT AMOUNT
071602	7/16/02	0207168320896359	0006904841	Orbital Imaging Corporation, D	7/16/02	\$50.00
Seq: 1 Call Sign: 0161PL2002 FCC Code 1: PTC: EAE QTY: 1 Applied Amt. FCC Code 2: 13EL12432 Tin Number: 999999999 Applicant Name: ORBITAL IMAGING CORPORATION, D Address: LEE DEMITRY, VICE PRESIDENT, S						
509122	9/25/03	0309248320882744	0006904841	Orbital Imaging Corporation, D	9/24/03	\$50.00
Seq: 1 Call Sign: 0006AU2003 FCC Code 1: PTC: EAE QTY: 1 Applied Amt. FCC Code 2: 13EL13648 Tin Number: 999999999 Applicant Name: ORBIMAGE, INC. Address: LEE DEMITRY, VICE PRESIDENT, S						
744251	10/10/03	0310148345707001	0006904841	Orbital Imaging Corporation, D	10/22/03	\$10,280.00
Seq: 4 Call Sign. FCC Code 1: PTC: MISC QTY: 1 Applied Amt. FCC Code 2: 10.00 Tin Number: 541660268 Applicant Name: Orbital Imaging Corporation, D Address: 21700 Atlantic Boulevard						
Seq: 1 Call Sign. FCC Code 1: E980376 FCC Code 2: IB2003001884 Tin Number: PTC: CFX QTY: 1 Applied Amt. 135.00 Applicant Name: ORBITAL IMAGING CORPORATION Address: 21700 ATLANTIC BOULEVARD						
Seq: 2 Call Sign. FCC Code 1: E980375 FCC Code 2: IB2003001884 Tin Number: PTC: CNX QTY: 1 Applied Amt. 425.00 Applicant Name: ORBITAL IMAGING CORPORATION Address: 21700 ATLANTIC BOULEVARD						
Seq: 3 Call Sign. FCC Code 1: S2348 FCC Code 2: IB2003001881 Tin Number: PTC: CZW QTY: 1 Applied Amt. 9710.00 Applicant Name: ORBITAL IMAGING CORPORATION Address: 21700 ATLANTIC BOULEVARD						
Total:				\$10,380.00		

} \$10,330.00